



CHARTERED
ACCOUNTANTS
CROYDON

ICAEW CHARTERED ACCOUNTANTS CROYDON

RULES

RULES OF ICAEW CHARTERED ACCOUNTANTS CROYDON

1. Name

The name of the Society is the "ICAEW Chartered Accountants Croydon" ("the Society").

2. Objects

The objects for which the Society is established are :

- (a) To assist the Institute of Chartered Accountants in England and Wales ("the Institute") to
 - (i) Advance the theory and practice of accountancy in all its aspects including in particular, auditing, financial management and taxation.
 - (ii) Recruit, educate and train a body of members skilled in these arts.
 - (iii) Preserve at all times the professional independence of members in whatever capacities they may be serving.
 - (iv) Maintain high standards of practice and professional conduct by all its members.
 - (v) Do all such things as may advance the profession of accountancy in relation to public practice, industry, commerce and the public service.
- (b) To assist the Council of the Institute in the formulation and execution of its policies by acting as a medium for consultation and communication with all categories of the members of the Institute in the area of the Society and to assist the Council of the Institute with communication with the public.
- (c) To assist members of the Society to maintain and enhance their professional competence.
- (d) To assist any chartered accountant students' organisation within the area of the Society.
- (e) To initiate and develop projects to meet the professional needs of its members.
- (f) To do all such things as may be necessary for the attainment of these ends.

3. Area

The area of the Society is

In the metropolitan county of Greater London and in the county of Surrey the postal districts of Streatham, Norwood, South Norwood and West Norwood, the postal towns of Banstead, Carshalton, Caterham, Coulsdon, Croydon, Godstone, Kenley, Mitcham, Oxted, Purley, Redhill, Reigate, South Croydon, Tadworth, Thornton Heath, Wallington, Warlingham and Whyteleafe and the Sutton postal districts SMI and SM2.

4. Membership

- (a) Any member of the Institute working or residing within the area of the Society is entitled to be a member of the Society.
- (b) The Committee of the Society, at its discretion, may admit other members of the Institute and members of the Institute of Chartered Accountants of Scotland and the Institute of Chartered Accountants in Ireland who apply for membership.
- (c) A member shall cease to be a member of the Society if he ceases to be a member of his Institute.
- (d) A member may resign his membership at any time and shall be deemed to have resigned if he ceases to work or reside in the area of the Society.

5. The Committee

The management of the Society shall be entrusted to a Committee ("the Committee") composed as follows:

(a) Elected Members

Fifteen members elected by the members of the Society in accordance with rule 11 of whom at the date of their nomination :

- (i) Four shall be members in public practice or employees of members in public practice.
- (ii) Four shall be members not in the category at rule 5(a)(i).
- (iii) Seven shall be members in either of the categories at rules 5(a)(i) or 5(a)(ii).

(b) Council Members

Any member of the Council of the Institute who is a member of the Society.

(c) Co-opted Members

Up to six members in any category co-opted by the Committee each for a period not exceeding four consecutive years.

(d) Chartered Accountant Students

Two chartered accountant students appointed by the Committee of any chartered accountant students' society in the area of the Society.

6. Committee Vacancies

A casual vacancy occurring on the Committee may be filled by the Committee. Any member appointed by the Committee to fill a casual vacancy shall retire from the Committee at the next Annual Meeting.

7. Committee Meetings and Quorum

The Committee shall meet at such times and places as they may themselves determine, and at such meetings 5 members shall be a quorum.

8. Exclusion From Committee Membership

Any member of the Committee who is absent from three consecutive meetings of the Committee, unless he shall have received leave of absence from the Committee, shall cease to be a member of the Committee.

9. Term of Office and Retirement of Committee Members

- (a) An elected member shall assume office at the conclusion of the Annual Meeting of the Society next following the election and subject to these rules he shall be entitled to hold office until the third Annual Meeting thereafter. At each of the Annual Meetings in 1986 and 1987 no more than 5 elected members shall retire under this rule, those to retire being those who have been longest in office since their last election and as between members who were last elected on the same day, those to retire (unless they otherwise agree among themselves) shall be determined by lot. Elected members whose retirement is postponed in 1986 or 1987 shall retire under this rule at the next following Annual Meeting respectively.
- (b) Notwithstanding rule 9(a) if an elected member holds office as President, Deputy-President or Vice-President of the Society at the end of his elected term he may continue as an elected member until the conclusion of the Annual Meeting next following the date on which he ceases to hold such office.

10. Nomination of Committee Members

Before the Annual Meeting of the Society all members of the Society shall be notified of the names of those members of the Committee who retire by rotation and any other vacancies which may have occurred and they shall be invited to submit nominations to fill these vacancies. A nomination for a member to serve on the Committee under rule 5 shall be supported by the signature of three members of the Society and shall be received at the offices of the Society not less than fifteen days before the Annual Meeting of the Society.

11. Election of Committee Members

- (a) If more than sufficient nominations are received to fill vacancies on the Committee, in accordance with rule 10, a list of candidates for election and a voting paper shall be handed to all members of the Society at but before the commencement of the Annual Meeting inviting the members to vote for the candidates they desire to fill the vacancies which exist. The voting papers shall be handed to the scrutineers at and before the commencement of the Annual Meeting. The scrutineers shall be the independent examiner or independent examiners for the time being of the Society or, if on any occasion they decline to act, some other firm of Chartered Accountants, no partner or employee of which is either a member of or a candidate for membership of the Committee. Each candidate shall, subject to approval of the Committee, describe himself on the voting paper in such form as the Committee may determine.
- (b) Candidates receiving the most valid votes cast for them shall be declared by the scrutineers to be elected except that a candidate or candidates receiving less than a majority of valid votes shall be declared elected in order to secure the election of the minimum number of members in the categories defined in rule 5(a). The declaration of the scrutineers as to the candidates elected shall be final.

12. Officers

- (a) Annually at the first meeting of the Committee after the Annual Meeting of the Society, the Committee shall elect from their number a President, and a Deputy-President and may elect a Vice-President to hold office until the first meeting of the Committee after the next succeeding Annual Meeting.
- (b) The Committee shall appoint a Secretary and a Treasurer and such other officers as the Committee may from time to time decide.

13. Annual Meeting

The Annual Meeting of the Society shall be held every year in May to transact the following business :

- (a) To receive a report by the Committee on the activities of the Society since the previous Annual Meeting.
- (b) To receive audited accounts of the Society for the previous year ended 31st December.
- (c) To appoint an auditor or auditors of the Society in accordance with rule 25.
- (d) To announce the names of the members elected to serve on the Committee.

14. Other Business at an Annual Meeting

A member may bring before the Annual Meeting a motion relating to the interests of the Society provided that notice in writing of the proposed motion, supported by the signatures of 5 members of the Society, is received by the Secretary not later than the previous 31st March.

15. Special Meeting

- (a) A Special Meeting of the Society for any purpose relating to the interests of the Society may be convened by the Committee as it thinks fit.
- (b) The Committee shall call a Special Meeting of the Society following receipt by the Secretary of a requisition for such a meeting signed by not less than 20 members of the Society stating the object of the proposed meeting. Such object must relate to the interests of the Society.

16. Notice of the Annual Meeting

The Secretary shall send to each member of the Society at least twenty one days before the date of the Annual Meeting a notice specifying the place, day and time of the Annual Meeting and business to be transacted at it, together with a copy of the annual report of the Committee, a copy of the audited accounts of the Society for the previous year ended 31st December and particulars of any motion to be brought before the Meeting under rule 14.

17. Notice of a Special Meeting

A notice of a Special Meeting specifying the place, day time and purpose of the meeting and particulars of any motion to be proposed at the Meeting shall be sent by the Secretary to each member of the Society at least fourteen days before the date of the Special Meeting.

17A Wherever and whenever in these Rules reference is made to the sending of a notice to each member of the Society in particular in relation to the Annual Meeting or to a Special Meeting, such notice will be deemed to have been properly sent if it and any other papers that by these Rules are required to accompany such notice is or are included either as an insertion printed separately or included otherwise with or in other papers or publications distributed to members generally, or if it is notified to members by other electronic or similar means of communication which members may notify as acceptable, provided that the notice, is not sent more than four months prior to the proposed date of meeting.

17B Whenever a member gives notices of a motion to be brought before the Annual Meeting or whenever the requisite number of members required to call a Special Meeting requisition such meeting, and such member or members are not content with the period of notice to be given for the calling of the meeting or notification of their motion to other members of the Society, such member or members may require the Secretary to give earlier notice to members provided that the member or members provide funds to meet such costs of complying with the demand that are additional to normal costs of giving notice in accordance with Rule 17A.

18. Business at Meetings

In addition to such business any motion properly brought under these Rules will be transacted as "Other Business" at any such meeting as is specified in the notice of an Annual or Special Meeting shall be transacted at such meetings.

19. Quorum at Meetings

A quorum at an Annual or Special Meeting shall be fifteen members of the Society. If there is not a quorum present fifteen minutes after the time appointed for the meeting, the business of the Meeting shall be postponed to another Meeting to be called by the Committee within twenty eight days, when the members then present, whether a quorum or not, shall proceed to transact the business of the Meeting.

20. Chairman of Meetings

The President of the Society for the time being shall be chairman of all meetings of the Society and of the Committee. In his absence the Deputy President or the Vice-President shall be Chairman. In the event of all three Officers being absent, the members present shall be open voting choose a chairman from among themselves for that meeting.

21. Voting

In the case of a difference of opinion arising upon any question at any meeting of the Society or Committee, the opinion of the majority of those present and voting shall be decisive. In the case of an equality of votes, the Chairman shall have a casting vote in addition to his ordinary vote.

22. Poll

At an Annual or Special Meeting of the Society a poll of members may be demanded by not less than 20 members of the Society present in person. Voting papers on the relevant resolution shall be issued by the Secretary to each member of the Society within fourteen days of the meeting returnable within fourteen days of the date of issue to the auditor or auditors of the Society for the time being, who shall act as scrutineers. The Secretary shall report the result of the poll to the members of the Society within twenty eight days of the poll.

23. Funds

The Committee shall control the funds of the Society and shall defray all expenses therefrom and may invest them as it thinks fit.

24. Accounts

The Treasurer shall be responsible for keeping proper records of account and for submitting regular reports on the financial position of the Society to the Committee and shall prepare the annual accounts of the Society. Before each Annual Meeting the Committee shall deliver to an independent examiner or independent examiners a statement of income and expenditure for the year ended 31st December preceding and a balance sheet at that date.

25. Independent Examiner/s

At each Annual Meeting an independent examiner/s shall be appointed who will carry out an independent examination of the Society's accounts. The examination report shall be presented with the accounts to the members at the AGM. The independent examiner/s may be a member/s of the Society. The retiring independent examiner/s shall be eligible for reappointment and, if willing, shall be deemed to be nominated. Nominations in writing, other than for a returning independent examiner/s must be deposited with the Secretary not later than 31st March. The Committee may fill any casual vacancy of an auditor.

26. Trustees

- (a) Trustees may be appointed by the Committee and the property of the Society (other than cash which shall be under the control of the Treasurer) shall be vested in them to be dealt with by them as the Committee may from time to time direct by resolution (of which an entry in the minute book shall be conclusive evidence).

There shall be at least two Trustees and in the event of a casual vacancy reducing the number below two the Committee shall appoint a further Trustee or Trustees without delay.

There shall not be more than four Trustees of the Society unless the Committee shall deem it expedient to appoint an additional Trustee or additional Trustees.

- (b) The Trustees shall be indemnified against risk and expense out of the Society's property. The Trustees shall hold office until death or resignation or until removed from office by a resolution of the Committee which may, for any reason which may seem sufficient to a majority of its members present and voting at any meeting, remove any Trustee or Trustees from the office of Trustee. Where by reason of any such death, resignation or removal it shall appear necessary to the Committee that a new Trustee or Trustees shall be appointed, or if the Committee shall deem it expedient to appoint an additional Trustee or Trustees, the Committee shall by resolution nominate the person or persons to be appointed the new or additional Trustee or Trustees. For the purpose of giving effect to such nomination the President of the Society is hereby nominated as the person

to appoint new Trustees of the Society within the meaning of Section 36 of the Trustees Act 1925 and he shall by deed duly appoint the person or persons so nominated by the Committee as the new or additional Trustee or Trustees of the Society and the provisions of the Trustees Act 1925 shall apply to any such appointment. Any statement of fact in any such deed of appointment shall, in favour of a person dealing bona fide and for value with the Society or the Committee, be conclusive evidence of the fact so stated.

27. Property and Borrowing

- (a) The Society may acquire and hold or disclaim property of any nature and interest whatsoever and wheresoever situate.
- (b) If at any time the Society at a Special Meeting shall pass a resolution authorising the Committee to borrow money, the Committee shall thereupon be empowered to borrow for the purposes of the Society such amount of money either at one time or from time to time and at such a rate of interest and in such form and manner and upon such security as shall be specified in such resolution and whereupon the Trustees shall at the direction of the Committee make all such dispositions of the Society's property or any part thereof and enter into such agreements in relation thereto as the Committee may deem proper for giving security for such loans and interest.

28. Approval and Alteration of Rules

No rule or alteration to a rule of the Society may come into effect until it has been approved by members of the Society at a Special Meeting and by the Council of the Institute.

29. Communication

Wherever possible, use of widely available technology may be used to communicate efficiently and effectively with members, this includes electronic filing and distribution of notices of meetings, minutes, accounts and voting using methods such as email and the internet.